MARVEL LIMITED SERIES

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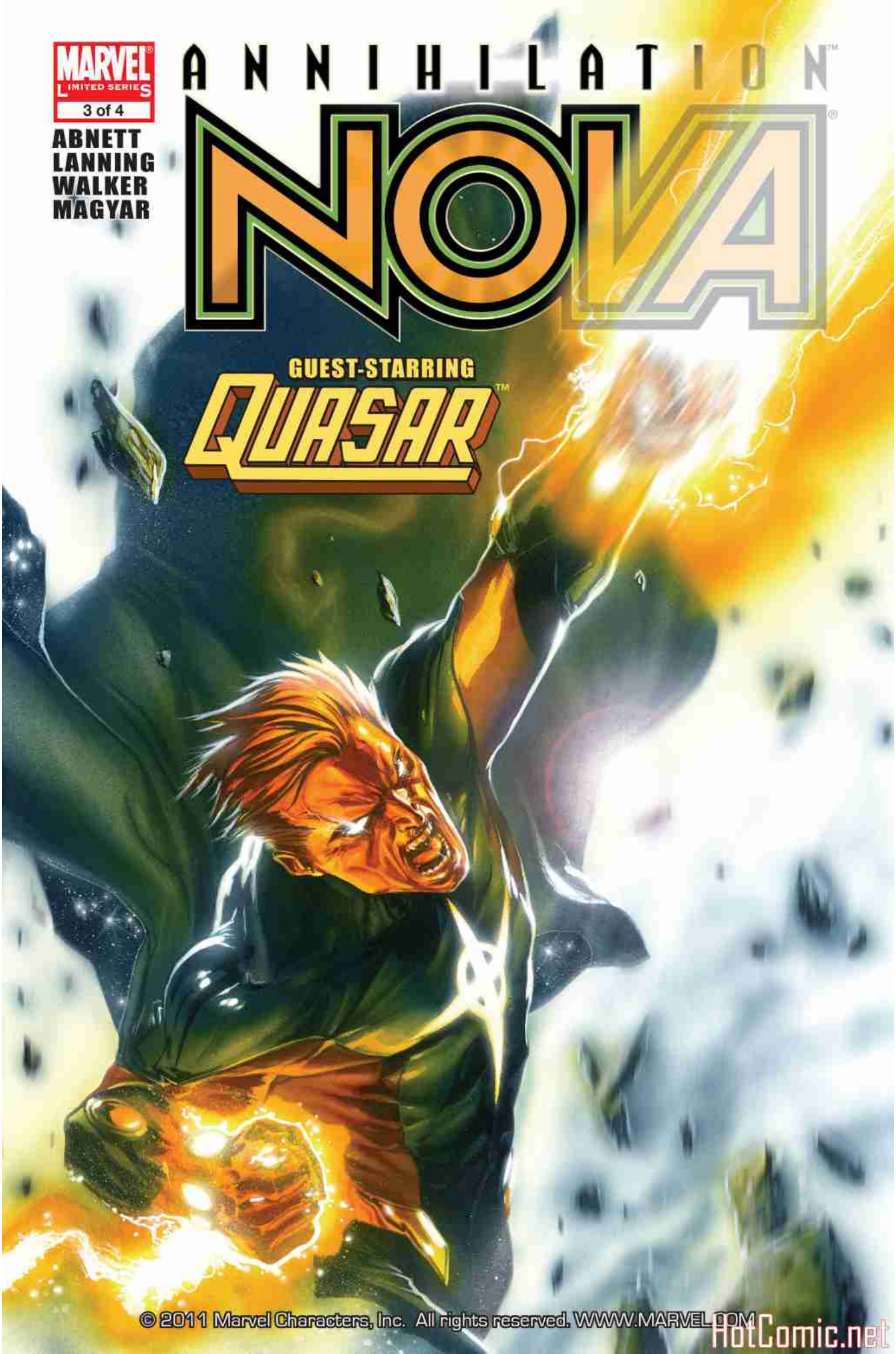
ABNETT
LANNING
WALKER
MAGYAR

ANNIHILATION

NOVA

GUEST-STARRING

QUASAR



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ANNIHILATION

ANNIHILATION DAY

A destructive force punctures through the edge of our universe and slaughters millions of worlds. The moment this ANNIHILATION WAVE tore into our universe is marked as ANNIHILATION DAY.

ANNIHILATION DAY, PLUS 7

Xandar, the home world of the intergalactic peacekeeping force known as the Nova Corps, is attacked by ANNIHILUS, the wave's undisputed ruler, and his armada. The ensuing battle is devastating. The Nova Corps falls all too quickly.

ANNIHILATION DAY, PLUS 11

Richard Rider, the last surviving Nova, interfaces with the Xandarian Worldmind, the planet's super-computer that controls the Nova Force. In order to save the Xandarian culture, the Worldmind downloads both its power and knowledge directly into Nova's body and mind. The power is so great that Richard fears losing control and going insane.

After unleashing the Nova Force on an Annihilation Wave battleship, Nova falls back to the ruins of Xandar where he meets Drax the Destroyer and Cammi, two survivors of the genocide.

The three find a Nova Corps ship. Drax agrees to be Nova's mentor and teach him control over his new vast power. Nova opens a stargate as Drax pilots the trio through it and drops them light years away from Xandar. The damaged ship is rescued in space by the Earth hero Quasar, protector of the universe.

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HEY THERE.
WELCOME TO NYCOS ARISTEDES. SORRY YOU'RE NOT CATCHING US AT OUR BEST.
WE JUST GOT HERE AND EVERYONE SEEMS TO BE LEAVING.
THAT'S A LOT OF SHIPS...
MASS EVACUATION. EVERY AVAILABLE VESSEL.
WORD IS, ALL HELL'S COMING THIS WAY.
WE HEARD SOMETHING TO THAT EFFECT.

SAFETY IN NUMBERS

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GOOD TO SEE YOU, NOVA. I WAS BEGINNING TO WORRY I WAS THE ONLY GUY WITH POWERS ANSWERING HIS PAGER TODAY.
BE GLAD FOR YOUR HELP.
HELP?
GETTING THESE PEOPLE OUT OF HERE.
CAN'T THEY HELP THEMSELVES?

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EIGHTEEN POINT SIX MILLION AAKONIAN COLONISTS. ALL OF THEM FRIGHTENED. VERY LITTLE IN THE WAY OF EFFORT COORDINATION.
I DON'T THINK THEY CAN, SIR.
THE AAKONIAN FLEET-ARM IS AT FULL STRETCH DEALING WITH EMERGENCIES RIGHT THROUGH THE VERGE WORLDS. THEY CALLED ME IN TO HELP.
BECAUSE YOU'RE... WHO?
QUASAR. AND YOU?
THIS IS DRAX.
DRAX?
JUST DRAX.
WHO MAY OR MAY NOT HAVE A PAST IN DESTROYING.
THE DESTROYER? DIDN'T YOU USED TO BE TALLER?
IT WAS A PHASE. HE GREW OUT OF IT.
LOOK, THE DRAX I KNOW ABOUT IS NOT A GUY TO HANG WITH. DO YOU HAVE ANY IDEA--
I HAVE PLENTY. THERE WASN'T MUCH CHOICE. WE WERE THE ONLY ONES WHO MADE IT OFF XANDAR ALIVE.
XANDAR'S BEEN ATTACKED?
XANDAR'S GONE, QUASAR.
GONE? WHAT?
THE CORPS IS GONE TOO. I'M ALL THAT'S LEFT.
I CAN'T... BELIEVE IT. XANDAR?
GOD, ARE YOU THREE OKAY?
WE COULD BE IN WORSE SHAPE, CONSIDERING.
OH, THIS IS CAMMI. SHE SAYS OUT LOUD STUFF MOST PEOPLE JUST THINK.
I'M TRYINGTO FIGURE IT OUT...WOULD IT BE WORSE HAVING TO WEAR A CAPE IN PUBLIC, OR A BUCKET ON YOUR HEAD?
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I KNOW YOU'VE BEEN THROUGH THE MILL, BUDDY, BUT I NEED YOUR HELP WITH THIS.
I HAVE THE QUANTUM BANDS. YOU HAVE NOVA FORCE. WE CAN MAKE A DIFFERENCE HERE.
SOMEONE ONCE TOLD ME THAT WITH GREAT POWER MUST ALSO COME GREAT RESPONSIBILITY.
SOUNDS LIKE CAP...
ACTUALLY, IT WAS SPIDER-MAN, BUT THE POINT'S VALID. WE--
HOLD THAT THOUGHT--
WHOA! WHOA! THERE'S ROOM FOR EVERYONE!
ENGAGE YOUR GRAVS AND SET HER DOWN GENTLY!
SORRY. THERE'S STUFF LIKE THAT HAPPENING ALL THE TIME.
I UNDERSTAND. I JUST DON'T KNOW HOW WE GO ABOUT SAVING A WORLD FULL OF PEOPLE. IF I'D KNOWN HOW ON XANDAR, I'D HAVE DONE IT THERE.
I DON'T KNOW IF THERE'S ANY-THING WE CAN DO.
MMMM...NOW IS THE TIME FOR HEROES.
I HAD A CAPE ONCE. IT DIDN'T MAKE ME A HERO.
DRAX.
NOVA SEEMS TO THINK WE'RE WASTING OUR TIME. THAT WE MIGHT AS WELL GIVE UP ON THESE PEOPLE.
I NEVER SAID THAT.
IS THIS OUT OF OUR LEAGUE, IN YOUR OPINION? AT WHAT POINT DO YOU GIVE UP? WHEN IT'S A HUNDRED PEOPLE? A THOUSAND? A MILLION? WHAT'S YOUR CUT-OFF NUMBER?
THIS IS A MATTER OF DESTRUCTION, AN AREA WHERE YOU ARE RUMORED TO HAVE SOME EXPERTISE. YES, I WANT YOUR OPINION.
YOU WANT MY OPINION?
YOU'RE OUT OF YOUR LEAGUE.
I SEE. SHOULD I SIGNAL THE AVENGERS? THE IMPERIAL GUARD?
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ATTENTION, RICHARD.
WHAT NOW?
IT IS NOW TIME TO RESUME YOUR PRIORITY FUNCTION.
YOU HAVE CONDUCTED DRAX AND THE GIRL TO SAFETY.
THIS IS SAFETY? DOESN'T LOOK LIKE IT. PEOPLE CAN'T LEAVE HERE FAST ENOUGH.
EVEN SO--
RIGHT NOW IT FEELS LESS LIKE I'VE BROUGHT DRAX AND CAMMI TO SAFETY, AND MORE LIKE I'VE FOUND EIGHTEEN PLUS MILLION EXTRA PEOPLE TO SAVE.
THAT IS NOT A GOOD WAY OF LOOKING AT IT.
BECAUSE I SHOULD BE FOCUSSING ON GETTING YOU TO SAFETY, WORLDMIND?
EXACTLY. IT IS CRITICAL THAT YOU--
SHUT UP NOW.
WELL, DOESN'T THIS SUCK?
STILL NO I.D. ON THE AGGRESSORS.
THEY WERE NEW TO ME.
MAYBE WE SHOULD ASK DRAX. THEY SOUND LIKE HIS KINDA PEOPLE.
I DOUBT--
I WAS KIDDING. LET'S FORGET DRAX. ANOTHER DAY, HE'D BE OUR PROBLEM. KINDA SHOWS HOW BAD TODAY IS, DOESN'T IT?
COME ON. LEND A HAND.
I'M NOT SURE... I...

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SEND FOR THE SKRULLS, FOR ALL I CARE.
SPACE HASN'T SEEN ANYTHING LIKE THIS IN A BILLION YEARS.
ONLY ONE THING TO DO.
ELEMENTS OF THE AAKONIAN FLEET-ARM ARE INBOUND TO ESCORT THE EVACUATION CONVOYS. ANOTHER DAY OR SO--
DON'T WASTE TIME SAVING PEOPLE. GET READY TO FIGHT.
THESE PEOPLE CAN'T FIGHT. NOVA AND I HAVE TO GET THEM TO SAFETY.
THERE IS NO SAFETY.
NOVA'S KEEPING SOMETHING FROM YOU.
WHAT?
I'M REALLY NOT.
HE'S LOADED.
TO PRESERVE ITSELF, THE XANDARIAN WORLDMIND LOADED THE ENTIRE NOVA FORCE INTO HIM.
THE ENTIRE POWER RESERVE OF THE CORPS IN ONE PERSON.
IS THIS TRUE?
HE'S AFRAID OF IT. HE'S ALREADY LOST CONTROL OF IT ONCE, AND IT DIDN'T TURN OUT SO PRETTY.
MAN...TELL EVERYONE...
HOW DO YOU KNOW THIS?
I HAD A CONVERSATION WITH HIS HAT.

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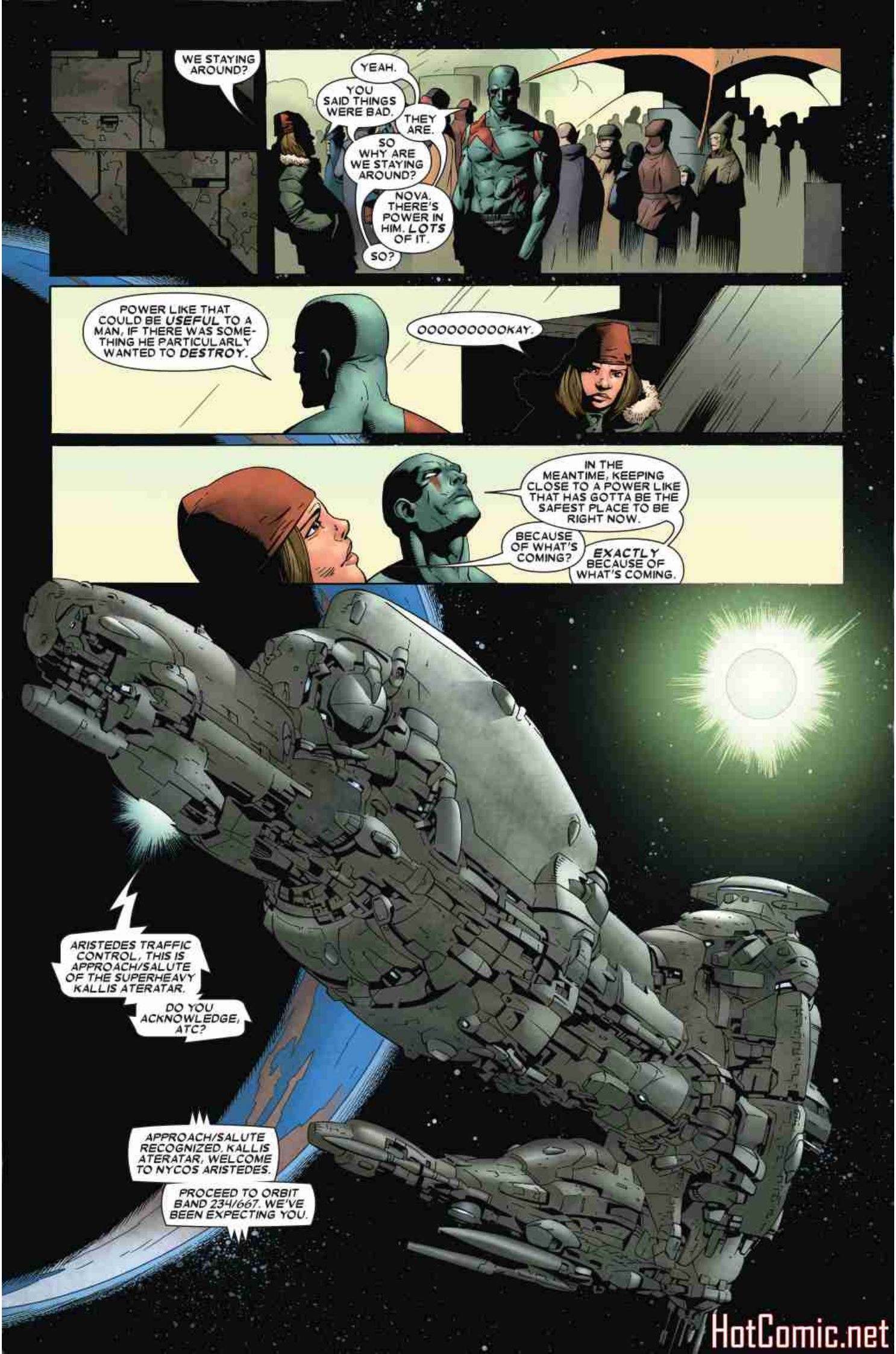
WE STAYING AROUND?
YEAH.
YOU SAID THINGS WERE BAD.
THEY ARE.
SO WHY ARE WE STAYING AROUND?
NOVA. THERE'S POWER IN HIM. LOTS OF IT.
SO?
POWER LIKE THAT COULD BE USEFUL TO A MAN, IF THERE WAS SOMETHING HE PARTICULARLY WANTED TO DESTROY.
OOOOOOOOKAY.
IN THE MEANTIME, KEEPING CLOSE TO A POWER LIKE THAT HAS GOTTA BE THE SAFEST PLACE TO BE RIGHT NOW.
BECAUSE OF WHAT'S COMING?
EXACTLY BECAUSE OF WHAT'S COMING.
ARISTEDES TRAFFIC CONTROL, THIS IS APPROACH/SALUTE OF THE SUPERHEAVY KALLIS ATERATAR.
DO YOU ACKNOWLEDGE, ATC?
APPROACH/SALUTE RECOGNIZED, KALLIS ATERATAR, WELCOME TO NYCOS ARISTEDES.
PROCEED TO ORBIT BAND 234/667. WE'VE BEEN EXPECTING YOU.
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THANKS. THAT WAS EMBARRASSING.
YOU WANTED ME TO TRAIN YOU. TEACH YOU CONTROL.
FACING UP TO THE *TRUTH* IS THE FIRST STEP. YOU'RE NO USE TO QUASAR IN DENIAL.
"NO USE TO QUASAR..?" YOU TURNING *HERO* ON US NOW, DRAX?
NO.
BUT YOU'RE TRYING TO HELP OUT?
HELPING OUT HELPS *ME* OUT. NIGHTMARE'S COMING. WE GOTTA STAND TOGETHER.
THIS IS WAR. YOU KNOW WHAT WE NEED?
DESTROYERS?
YEAH. DESTROYERS.
WE GOTTA GET READY TO FIGHT.
YOU'RE TOO BUSY *COMPLAINING*.
I CAN FIGHT!
SHOW ME.

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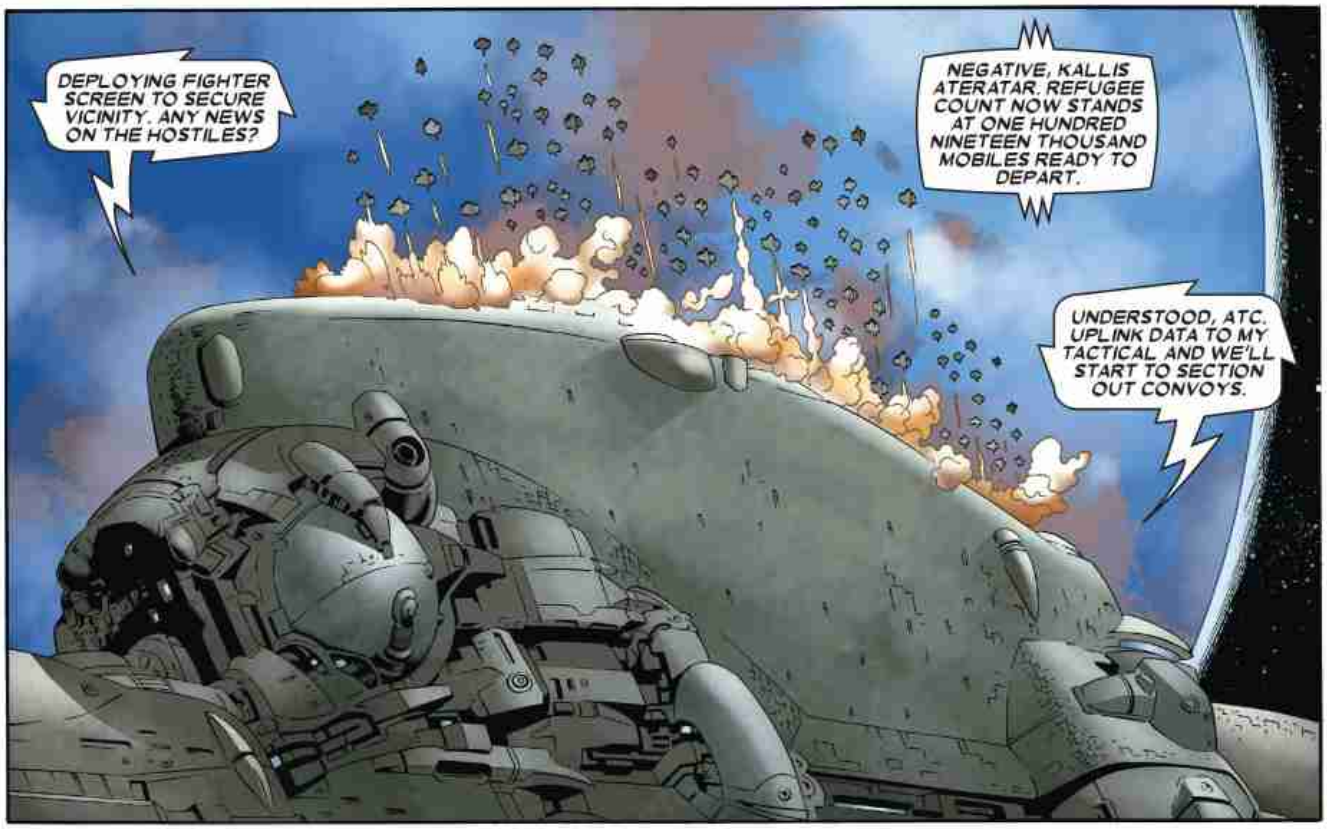
DEPLOYING FIGHTER SCREEN TO SECURE VICINITY. ANY NEWS ON THE HOSTILES?
NEGATIVE, KALLIS ATERATAR. REFUGEE COUNT NOW STANDS AT ONE HUNDRED NINETEEN THOUSAND MOBILES READY TO DEPART.
UNDERSTOOD, ATC. UPLINK DATA TO MY TACTICAL AND WE'LL START TO SECTION OUT CONVOYS.

GIVEN THE CAPACITY OF THE STARGATES THEY CAN BUILD, IT'S GOING TO TAKE ABOUT *FIVE DAYS* TO GET ALL THE SHIPS ON THEIR WAY.
THAT'S SLOW.
COULD DO IT FASTER WITH A *BIGGER* GATE. A *BULK CAPACITY* GATE. GET THEM AWAY IN A FEW HOURS.
DRAX TELLS ME YOU'VE GOT THE POWER TO DO THAT.
DRAX'S REALLY BEEN FLAPPING HIS LIP, HASN'T HE?

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--REPEAT! THIS IS KALLIS ATERATOR! HOSTILE BATTLE-GROUPS GATING IN!
KALLIS ATERATOR HAS ENGAGED AT THIS TIME!
REQUESTING ASSISTANCE! REQUESTING ASSISTANCE!
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SO..?
HE THINKS HE'S MY MENTOR, YOU REALIZE?
DID YOU ASK HIM TO BE YOUR MENTOR?
I MAY HAVE MENTIONED SOMETHING.
YOU WATCH YOURSELF. HE'S BAD NEWS. SIX MONTHS' TIME, I DON'T WANT TO HAVE TO COME AFTER YOU BECAUSE HE'S TURNED YOU INTO "EVIL NOVA."
"ANTI-NOVA," SURELY?
OR "DARK NOVA." "DARK NOVA" IS THE UNION-PREFERRED FORM.
SO, ABOUT THIS STARGATE.
I'LL GIVE IT A SHOT.
THAT'S GREAT. DRAX WANTS TO FIGHT, HELL WITH THAT. WE SHOULD BE SAVING LIVES, NOT ESCALATING CONFLICT.
I MEAN, HAS THE KREE-SKRULL WAR TAUGHT US NOTHING?
UH... NEVER GET STUCK IN A ROOM WITH A KREE AND A SKRULL?
REET-REET-REET! REET-REET-REET! REET-REET-REET! REET-REET-REET! R
WHAT'S THAT?
THAT'S BAD.
SNFF-SNFF!
INCOMING.

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SHIELD GRID FAILING! COME ABOUT TO 77.3! POWER TO RESERVES!
FOR THE LOVE OF AAKIS, DON'T LET THEM PASS!
HOLD ON KALLIS ATERATAR! I'M GOING TO TRY AND SCREEN YOUR STARBOARD SIDE!
UNDERSTOOD.
NHH!

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QUASAR! TO YOUR LEFT!
OBLIGED.
GLAD YOU COULD MAKE IT, NOVA.
CALL THE PLAY, QUASAR.
I THINK THIS IS JUST AN ADVANCE UNIT. I CAN HOLD THEM, I'M PRETTY SURE.
WE NEED THAT STARGATE, BUDDY. WE NEED TO GET THE COLONISTS OUT OF HERE BEFORE THE MAIN FORCE ARRIVES.
YOU GOT IT.

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ATTENTION, NOVA 11249-44396.
DON'T START.
IT IS CRITICAL YOU PAY ATTENTION AT THIS TIME.
I SAID--
RICHARD, I READ FROM YOUR BIO-PATTERN THAT YOU ARE GATHERING GRAVIMETRIC POWER.
YOU ARE PREPARING TO CREATE AN UPPER-MAGNITUDE STARGATE.
WHEN I SHOULD BE DEALING WITH MY PRIORITIES AND SAVING YOU? I KNOW. GIVE IT A REST.
RICHARD, I WAS SIMPLY ABOUT TO OFFER MY ASSISTANCE IN THE EXECUTION OF THIS CONSIDERABLE TASK.
OH. WELL, THAT'D BE GREAT.

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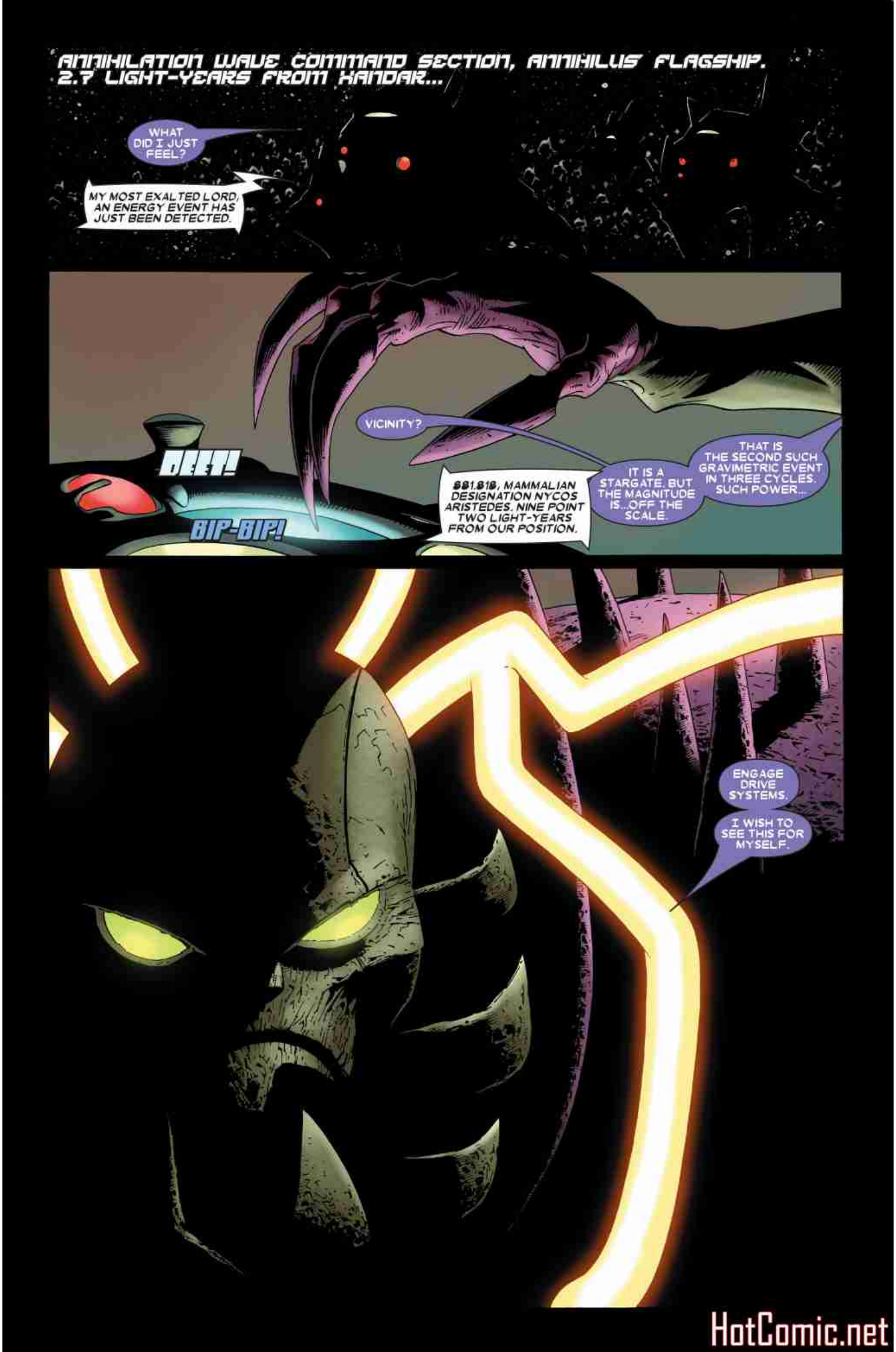
ANNIHILATION WAVE COMMAND SECTION, ANNIHILUS FLAGSHIP. 2.7 LIGHT-YEARS FROM XANDAR...
WHAT DID I JUST FEEL?
MY MOST EXALTED LORD, AN ENERGY EVENT HAS JUST BEEN DETECTED.
VICINITY?
BEEP!
BIP-BIP!
881,818, MAMMALIAN DESIGNATION NYCOS ARISTEDES. NINE POINT TWO LIGHT-YEARS FROM OUR POSITION.
IT IS A STARGATE. BUT THE MAGNITUDE IS...OFF THE SCALE.
THAT IS THE SECOND SUCH GRAVIMETRIC EVENT IN THREE CYCLES. SUCH POWER...
ENGAGE DRIVE SYSTEMS.
I WISH TO SEE THIS FOR MYSELF.

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THE FIRST SHIPS ARE AWAY!
REPEAT, ATC, THE FIRST REFUGEE SHIPS ARE NOW CLEAR!
WHY'S HE WASTING TIME ON THESE NOBODIES? HE SHOULD BE FIGHTING.
MAYBE THAT'S HIS WAY OF FIGHTING?
GREAT WORK. IS IT STABLE?
IT'LL HOLD LONG ENOUGH FOR THE AAKONIAN COLONISTS TO GET THROUGH. I HAD SOME HELP WITH THE MATH.
NOW LET'S BUY 'EM THAT TIME.

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ABSOLUTELY. KEEP THESE FREAKS BACK UNTIL THE LAST REFUGEE HAS GONE.
THIS IS KALLIS ATERATAR. THE DETECTOR-MESH JUST WENT WILD.

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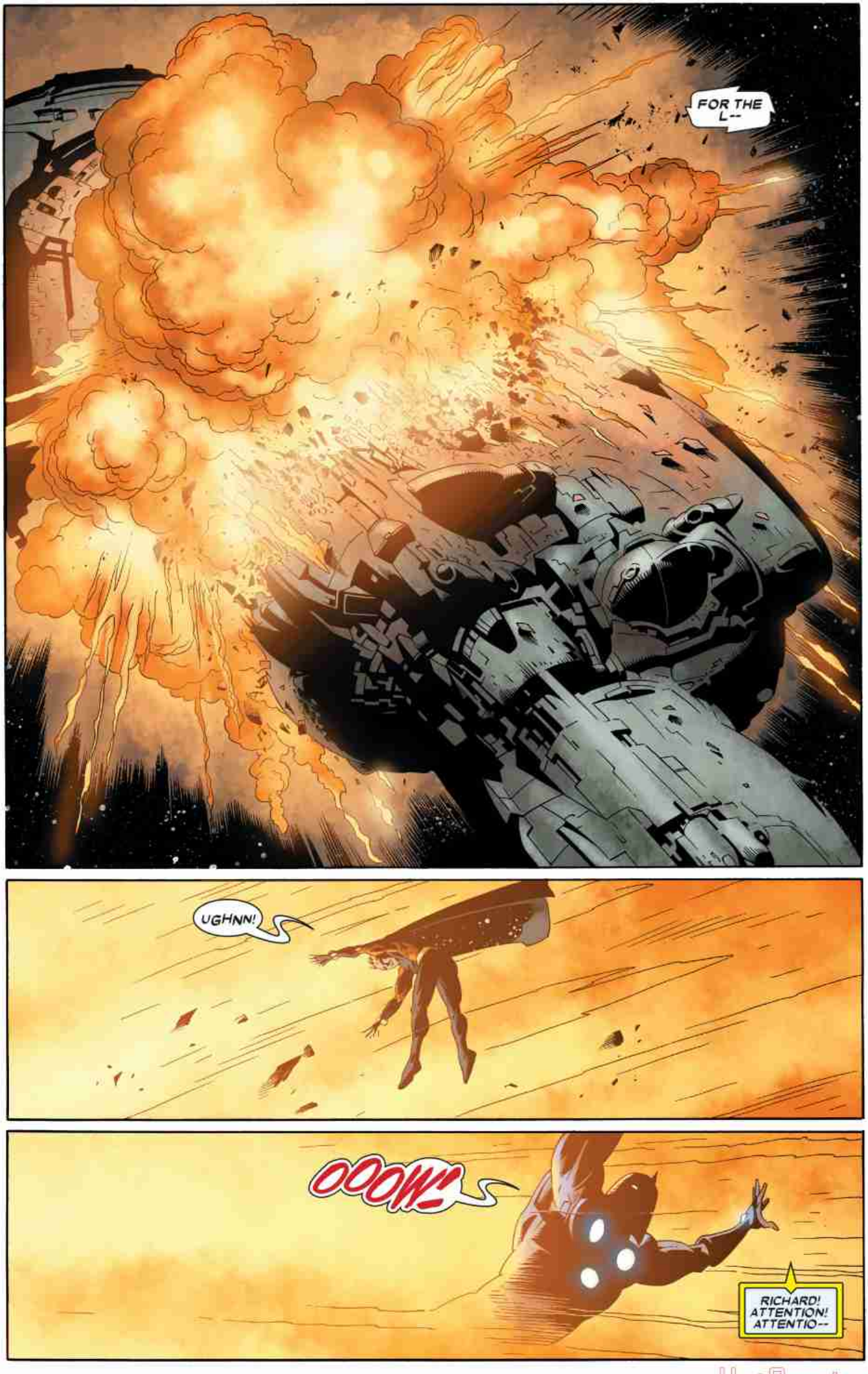

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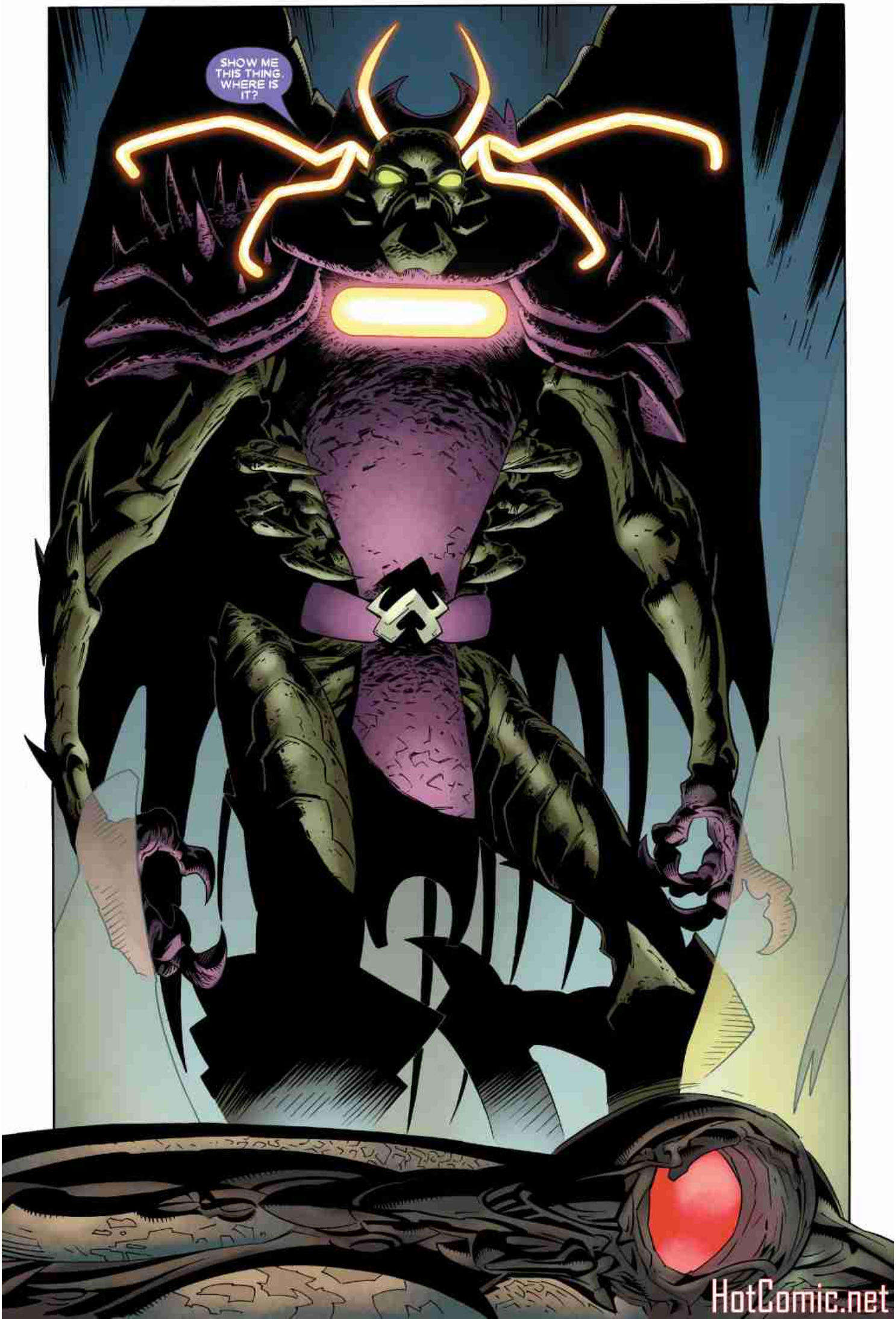

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XANDAR WORLDMIND

NOVA CORPS DATABASE

PHYLA

SUBJECT: PHYLA-VELL (Phyla), aka Captain Marvel

LOCATION AND STATUS:
Titan, fourteenth satellite of Saturn (Sol VI).

THREAT LEVEL: CONTINENTAL (investigation still in process).

INDICTMENTS: None as yet, file maintained for potential need. While select cultures deem Phyla's very existence to be criminal due to the circumstances of her conception, the Nova Corps is not bound by such determinations. Although an adult by physical and emotional standards, her chronological age is approximately two or three Earth-years, qualifying her as a minor under several legal systems.

QUADRANT OF CRIMES: N/A.

CONTAINMENT and REHABILITATION PROCEDURE:
If necessary, Phyla may presumably be contained via confinement of sufficient thickness to withstand prolonged energy discharge, in conjunction with traditional energy-draining facilities. Under worst-case scenario, the circumstances of her creation imply the feasibility of genetic destabilization to sever the artificial combination of her dual heritage.

NATURAL ABILITIES:

- Phyla possesses upper-level strength and highly developed combat techniques.
- She can channel cosmic energy for the purposes of flight, disruptive electromagnetic blasts of semi-tangible nature.
- Phyla can absorb/redirect any energy-based attack upon her person.
- She can manifest cosmic awareness to indeterminate effects.

BACKGROUND:

Phyla-Vell is a Kree hybrid conceived via genetic engineering which combined the DNA of her mother Elysius [Titan] with that of the deceased Kree hero Captain Mar-Vell. When her elder, similarly conceived brother Genis-Vell succumbed to insanity Phyla was given the informal designation of "Captain Marvel" by her mother and charged with the duty of containing Genis.

Phyla formed a romantic attachment with Genis's ally Moondragon [Terran], who accompanied her to explore a portal of indeterminate interspatial/dimensional/temporal nature.

Genis was later killed, freeing the mantle of Captain Marvel again.

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